

ALVORD AND ALVORD

ATTORNEYS AT LAW

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

August 31, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 20565-F FILED  
AUG 30 '00 11:52 AM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Lease Supplement No. 6 to Master Lease Agreement, dated as of June 15, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Lease Agreement which was previously filed with the Board under Recordation Number 20565.

The names and addresses of the parties to the enclosed document are:

Lessor: Railcar Leasing, L.L.C.  
P.O. Box 98135  
Las Vegas, Nevada 89193

Lessee: Aardvark Railcar Associates, Inc.  
33 West Monroe Street, 24<sup>th</sup> Floor  
Chicago, Illinois 60603

A description of the railroad equipment covered by the enclosed document is:

143 ACFX railcars (Schedule 1A) are released from the Master Lease and 143 NAHX railcars (Schedule 1B) are added to the Master Lease.

Mr. Vernon Williams  
August 31, 2000  
Page Two

A short summary of the document to appear in the index follows:

Supplement No. 6 to Master Lease Agreement between Railcar Leasing, L.L.C., Lessor, and Aardvark Railcar Associates, Inc., Lessee, releasing 143 ACFX railcars from the Master Lease and adding 143 NAHX railcars to the Master Lease.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. **20565-F** FILED

**Lease Supplement No. 6  
to Master Lease Agreement  
("Master Lease")  
dated as of March 7, 1997 between  
Railcar Leasing, L.L.C., Lessor and  
Aardvark Railcar Associates, Inc., Lessee**

AUG 30 '00 11:52 AM

SURFACE TRANSPORTATION BOARD

Lease Supplement No. 6 dated as of June 15, 2000 between Railcar Leasing, LLC, as Lessor, and executed by Aardvark Railcar, Inc., solely in its capacity as Administrative Manager, and Aardvark Railcar Associates, Inc., as Lessee.

Lessor and Lessee have heretofore entered into that certain Master Lease, dated as of March 7, 1997 relating to the Equipment and contracts described on Appendix A and Schedule B thereto (the "Master Lease"). Pursuant to Section 11.2 of the Master Lease, Lessee has the right, with the Consent of the Participating Manager which has been obtained, to cause to be transferred to Lessor other railcars in substitution for Railcars subject to the Master Lease to be included as part of the Railcars by supplement to the Master Lease. This instrument is intended to constitute such a supplement. Pursuant to Section 11.2 of the Master Lease, Lessee has caused Lessor to enter into that certain Exchange Agreement No.ACF001 dated Lessor and Aardvark Railcar Associates, Inc, Exchange Agreement No.ACF002 dated Sept. 12,1997 between Lessor and General Electric Railcar Services Corporation, Exchange Agreement No.ACF003 dated Sept. 22,1997 between Lessor and Aardvark Railcar Associates, Inc., Exchange Agreement No.ACF005 dated Dec. 31,1997 between and General Electric Railcar Services Corporation, Exchange Agreement No. ACF007 dated Feb. 25,1998 between Feb. 25,1998 between Lessor and General Electric Railcar Services Corporation, Exchange Agreement No.ACF010 dated March 27,1998 between Lessor and General Electric Railcar Services Corporation, and Exchange Agreement No.ACF49 dated Aug.1, 2000 between Lessor and General Electric Railcar Services Corporation (collectively the "Exchange Agreement"). Capitalized terms used herein without definition shall have the meanings ascribed to them in the Master Lease or in the Exchange Agreement.

**NOW, THEREFORE**, in consideration of the premises and other good and sufficient consideration, Lessor and Lessee agree as follows:

1. Simultaneously with the execution and delivery by Lessor of the Assignment of Contract for the LLC Cars to the Intermediary, Lessee shall return to Lessor under the Master Lease and Lessor shall accept from Lessee under the Master Lease the LLC Cars described on Schedule 1A hereto. In connection therewith, any and all right, title, or interest of Lessee, including any security interest of Lessee in the LLC Cars, under or through any document listed on Schedule 2 hereto shall cease and be released and terminated and, further, any right, title, or interest of Lessor, including any security interest of Lessor, under or through any document listed on Schedule 2 hereto respecting the LLC Cars shall thereupon cease and be released and terminated.

2. Simultaneously with the execution and delivery by GE Rail to Lessor of the Bill of Conveyance for the Exchange Cars, Lessor shall deliver and lease to Lessee under the Master Lease and Lessee shall accept and lease from Lessor under the Master Lease the Exchange Cars and related contracts, if any, described on Schedule 1B hereto.
3. All of the terms and provisions of the Master Lease are hereby incorporated by reference in this Lease Supplement to the same extent as is fully set forth herein. Except as expressly amended hereby, the Master Lease is and shall continue to be in full force and effect in all respects and this Lease Supplement shall not constitute a waiver of any provision of the Master Lease.
4. This Lease Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument. The effective date of this Lease Supplement is the earlier of the date of the First Closing or Second Closing, respectively, notwithstanding that the actual date or dates of execution hereof by the parties thereto is or are the date or dates stated on this Lease Supplement.

***IN WITNESS WHEREOF***, the parties hereto have executed or caused this instrument to be executed as of the date first above written.

**RAILCAR LEASING, L.L.C., as Lessor**  
**By: AARDVARK RAILCAR, INC., solely in its**  
**capacity as Administrative Manager**

By: [Signature]  
Name: Robert H. Tucker  
Title: Executive Vice President

**AARDVARK RAILCAR ASSOCIATES, INC.,**  
**as Lessee**

By: [Signature]  
Name: Robert H. Tucker  
Title: Executive Vice President

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 11th day of August, 2000 before me personally appeared  
Robert Tucker, who being duly sworn, says that  
he/she is the Executive Vice President of **AARDVARK RAILCAR**  
**ASSOCIATES, INC.**, that the foregoing instrument was signed on behalf of the Corporation,  
and acknowledged that the execution of said instrument was his/~~her~~ free act and deed.



Alexandra May Hunter  
Notary Public

My Commission Expires:  
03/01/2002

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 11th day of August, 2000 before me personally appeared  
Robert Tucker, who being duly sworn, says that  
he/she is the Executive Vice President of **AARDVARK RAILCAR, INC.**,  
Administrative Manager of Railcar Leasing, L.L.C., that the foregoing instrument was signed on  
behalf of the Corporation, and acknowledged that the execution of said instrument was his/~~her~~  
free act and deed.



Alexandra May Hunter  
Notary Public

My Commission Expires:  
03/01/2002

Schedule 1A  
to Lease Supplement No. 6  
to Master Lease Agreement

Mark	Number	Built Date	Car Type	Lease-In
ACFX	56618	1974	C214	Master
ACFX	57818	1975	C214	Master
ACFX	58390	1978	C214	Master
ACFX	58397	1978	C214	Master
ACFX	59590	1981	C214	Master
ACFX	59591	1981	C214	Master
ACFX	59601	1981	C214	Master
ACFX	58156	1978	C214	Master
ACFX	57868	1975	C214	Master
ACFX	57812	1975	C214	Master
ACFX	57864	1975	C214	Master
ACFX	56648	1974	C214	Master
ACFX	57639	1976	C214	Master
ACFX	57808	1975	C214	Master
ACFX	57811	1975	C214	Master
ACFX	57814	1975	C214	Master
ACFX	57825	1975	C214	Master
ACFX	57851	1975	C214	Master
ACFX	58344	1977	C214	Master
ACFX	56647	1974	C214	Master
ACFX	57792	1975	C214	Master
ACFX	57884	1975	C214	Master
ACFX	57982	1977	C214	Master
ACFX	58381	1978	C214	Master
ACFX	58383	1978	C214	Master
ACFX	58388	1978	C214	Master
ACFX	59549	1980	C214	Master
ACFX	59576	1980	C214	Master
ACFX	56639	1974	C214	Master
ACFX	57653	1976	C214	Master
ACFX	57782	1975	C214	Master
ACFX	57788	1975	C214	Master
ACFX	57799	1975	C214	Master
ACFX	57800	1975	C214	Master
ACFX	57850	1975	C214	Master
ACFX	57895	1975	C214	Master
ACFX	58236	1977	C214	Master
ACFX	59572	1980	C214	Master
ACFX	59594	1981	C214	Master
ACFX	59596	1981	C214	Master
ACFX	56579	1974	C214	Master
ACFX	56586	1974	C214	Master
ACFX	56592	1974	C214	Master
ACFX	59596	1974	C214	Master
ACFX	56608	1974	C214	Master

Schedule 1A  
to Lease Supplement No. 6  
to Master Lease Agreement

Mark	Number	Built Date	Car Type	Lease-In
ACFX	56611	1974	C214	Master
ACFX	56621	1974	C214	Master
ACFX	56626	1974	C214	Master
ACFX	56641	1974	C214	Master
ACFX	56853	1974	C214	Master
ACFX	57786	1975	C214	Master
ACFX	57793	1975	C214	Master
ACFX	57820	1975	C214	Master
ACFX	59780	1977	C214	Master
ACFX	58326	1978	C214	Master
ACFX	59567	1980	C214	Master
ACFX	59577	1980	C214	Master
ACFX	59597	1981	C214	Master
ACFX	59622	1981	C214	Master
ACFX	56631	1974	C214	Master
ACFX	57774	1975	C214	Master
ACFX	57783	1975	C214	Master
ACFX	58238	1977	C214	Master
ACFX	58288	1977	C214	Master
ACFX	56616	1974	C214	Master
ACFX	56607	1974	C214	Master
ACFX	56622	1974	C214	Master
ACFX	56636	1974	C214	Master
ACFX	56637	1974	C214	Master
ACFX	58325	1978	C214	Master
ACFX	58235	1976	C214	Master
ACFX	57794	1975	C214	Master
ACFX	56620	1974	C214	Master
ACFX	56632	1974	C214	Master
ACFX	57824	1975	C214	Master
ACFX	57903	1975	C214	Master
ACFX	58084	1977	C214	Master
ACFX	58174	1978	C214	Master
ACFX	58239	1977	C214	Master
ACFX	58324	1978	C214	Master
ACFX	58393	1978	C214	Master
ACFX	59556	1980	C214	Master
ACFX	59612	1981	C214	Master
ACFX	57543	1974	C214	Master
ACFX	57790	1975	C214	Master
ACFX	57890	1975	C214	Master
ACFX	58330	1978	C214	Master
ACFX	59256	1979	C214	Master
ACFX	59602	1981	C214	Master
ACFX	59614	1981	C214	Master

Schedule 1A  
to Lease Supplement No. 6  
to Master Lease Agreement

Mark	Number	Built Date	Car Type	Lease-In
ACFX	56583	1974	C214	Master
ACFX	56597	1974	C214	Master
ACFX	56614	1974	C214	Master
ACFX	57785	1975	C214	Master
ACFX	57831	1975	C214	Master
ACFX	56615	1974	C214	Master
ACFX	56643	1974	C214	Master
ACFX	57789	1975	C214	Master
ACFX	57791	1975	C214	Master
ACFX	57879	1975	C214	Master
ACFX	57975	1977	C214	Master
ACFX	58382	1978	C214	Master
ACFX	56645	1974	C214	Master
ACFX	57655	1976	C214	Master
ACFX	57755	1976	C214	Master
ACFX	57802	1975	C214	Master
ACFX	57815	1975	C214	Master
ACFX	57830	1975	C214	Master
ACFX	57978	1977	C214	Master
ACFX	58322	1978	C214	Master
ACFX	58323	1978	C214	Master
ACFX	59621	1981	C214	Master
ACFX	56587	1974	C214	Master
ACFX	57976	1977	C214	Master
ACFX	57981	1977	C214	Master
ACFX	58394	1978	C214	Master
ACFX	59611	1981	C214	Master
ACFX	56646	1974	C214	Master
ACFX	57795	1975	C214	Master
ACFX	57796	1975	C214	Master
ACFX	57797	1975	C214	Master
ACFX	57979	1977	C214	Master
ACFX	58389	1978	C214	Master
ACFX	59593	1981	C214	Master
ACFX	59617	1981	C214	Master
ACFX	53092	1966	C214	Master
ACFX	53111	1967	C214	Master
ACFX	53231	1967	C214	Master
ACFX	53233	1967	C214	Master
ACFX	54450	1969	C214	Master
ACFX	54512	1969	C214	Master
ACFX	54467	1969	C214	Master
ACFX	54574	1969	C214	Master
ACFX	54349	1969	C214	Master
ACFX	54269	1969	C214	Master



Schedule 1A  
to Lease Supplement No. 6  
to Master Lease Agreement

[illegible]

Schedule 1B  
to Lease Supplement No. 6  
to Master Lease Agreement

Lease-In	Substitue Car	Car Type	Date Built
Master	NAHX 57251	C214	09/01/1974 0:00
Master	NAHX 525058	C214	01/01/1975 0:00
Master	NAHX 525390	C214	11/01/1978 0:00
Master	NAHX 525375	C214	12/01/1978 0:00
Master	NAHX 57997	C214	01/01/1981 0:00
Master	NAHX 60433	C214	01/01/1981 0:00
Master	NAHX 60437	C214	01/01/1981 0:00
Master	NAHX 58817	C214	02/01/1978 0:00
Master	NAHX 525021	C214	05/01/1975 0:00
Master	NAHX 525098	C214	05/01/1975 0:00
Master	NAHX 525094	C214	05/01/1975 0:00
Master	NAHX 57248	C214	09/01/1974 0:00
Master	NAHX 525141	C214	01/01/1976 0:00
Master	NAHX 525095	C214	05/01/1975 0:00
Master	NAHX 525099	C214	05/01/1975 0:00
Master	NAHX 525092	C214	05/01/1975 0:00
Master	NAHX 525016	C214	05/01/1975 0:00
Master	NAHX 525015	C214	05/01/1975 0:00
Master	NAHX 525441	C214	03/01/1977 0:00
Master	NAHX 57253	C214	10/01/1974 0:00
Master	NAHX 525020	C214	05/01/1975 0:00
Master	NAHX 525041	C214	06/01/1975 0:00
Master	NAHX 525356	C214	03/01/1977 0:00
Master	NAHX 58801	C214	01/01/1978 0:00
Master	NAHX 58813	C214	02/01/1978 0:00
Master	NAHX 58812	C214	02/01/1978 0:00
Master	NAHX 57980	C214	12/01/1980 0:00
Master	NAHX 59918	C214	12/01/1980 0:00
Master	NAHX 525283	C214	10/01/1976 0:00
Master	NAHX 525145	C214	01/01/1976 0:00
Master	NAHX 525107	C214	06/01/1975 0:00
Master	NAHX 525104	C214	06/01/1975 0:00
Master	NAHX 525106	C214	06/01/1975 0:00
Master	NAHX 525027	C214	08/01/1975 0:00
Master	NAHX 525028	C214	08/01/1975 0:00
Master	NAHX 57122	C214	08/01/1975 0:00
Master	NAHX 525369	C214	03/01/1977 0:00
Master	NAHX 57994	C214	12/01/1980 0:00
Master	NAHX 570139	C214	11/01/1981 0:00
Master	NAHX 570156	C214	11/01/1981 0:00
Master	NAHX 57260	C214	10/01/1974 0:00
Master	NAHX 57243	C214	10/01/1974 0:00
Master	NAHX 57246	C214	10/01/1974 0:00
Master	NAHX 57103	C214	10/01/1974 0:00
Master	NAHX 57261	C214	10/01/1974 0:00

Schedule 1B  
to Lease Supplement No. 6  
to Master Lease Agreement

Lease-In	Substitue Car	Car Type	Date Built
Master	NAHX 57249	C214	10/01/1974 0:00
Master	NAHX 525059	C214	11/01/1974 0:00
Master	NAHX 525007	C214	12/01/1974 0:00
Master	NAHX 525006	C214	12/01/1974 0:00
Master	NAHX 525014	C214	12/01/1974 0:00
Master	NAHX 525032	C214	09/01/1975 0:00
Master	NAHX 525031	C214	09/01/1975 0:00
Master	NAHX 57125	C214	09/01/1975 0:00
Master	NAHX 570029	C214	02/01/1977 0:00
Master	NAHX 580256	C214	08/01/1978 0:00
Master	NAHX 59917	C214	12/01/1980 0:00
Master	NAHX 57964	C214	12/01/1980 0:00
Master	NAHX 570134	C214	11/01/1981 0:00
Master	NAHX 570121	C214	11/01/1981 0:00
Master	NAHX 525010	C214	12/01/1974 0:00
Master	NAHX 525108	C214	09/01/1975 0:00
Master	NAHX 525109	C214	09/01/1975 0:00
Master	NAHX 570038	C214	02/01/1977 0:00
Master	NAHX 570023	C214	03/01/1977 0:00
Master	NAHX 525294	C214	11/01/1976 0:00
Master	NAHX 525285	C214	11/01/1976 0:00
Master	NAHX 525288	C214	11/01/1976 0:00
Master	NAHX 525185	C214	02/01/1976 0:00
Master	NAHX 525186	C214	02/01/1976 0:00
Master	NAHX 580254	C214	08/01/1978 0:00
Master	NAHX 525137	C214	01/01/1976 0:00
Master	NAHX 57127	C214	09/01/1975 0:00
Master	NAHX 525187	C214	03/01/1976 0:00
Master	NAHX 525188	C214	03/01/1976 0:00
Master	NAHX 525043	C214	10/01/1975 0:00
Master	NAHX 525044	C214	10/01/1975 0:00
Master	NAHX 570037	C214	02/01/1977 0:00
Master	NAHX 580257	C214	08/01/1978 0:00
Master	NAHX 570021	C214	02/01/1977 0:00
Master	NAHX 58799	C214	06/01/1978 0:00
Master	NAHX 580255	C214	08/01/1978 0:00
Master	NAHX 59916	C214	12/01/1980 0:00
Master	NAHX 570163	C214	11/01/1981 0:00
Master	NAHX 525189	C214	03/01/1976 0:00
Master	NAHX 57112	C214	11/01/1975 0:00
Master	NAHX 525286	C214	10/01/1976 0:00
Master	NAHX 58780	C214	06/01/1978 0:00
Master	NAHX 59410	C214	12/01/1979 0:00
Master	NAHX 525190	C214	03/01/1976 0:00
Master	NAHX 525191	C214	03/01/1976 0:00

Schedule 1B  
to Lease Supplement No. 6  
to Master Lease Agreement

Lease-In	Substitue Car	Car Type	Date Built
Master	NAHX 525192	C214	03/01/1976 0:00
Master	NAHX 525193	C214	03/01/1976 0:00
Master	NAHX 525194	C214	03/01/1976 0:00
Master	NAHX 525045	C214	10/01/1975 0:00
Master	NAHX 57106	C214	10/01/1975 0:00
Master	NAHX 525195	C214	03/01/1976 0:00
Master	NAHX 525196	C214	03/01/1976 0:00
Master	NAHX 525102	C214	10/01/1975 0:00
Master	NAHX 57108	C214	10/01/1975 0:00
Master	NAHX 525103	C214	10/01/1975 0:00
Master	NAHX 570024	C214	02/01/1977 0:00
Master	NAHX 58821	C214	05/01/1978 0:00
Master	NAHX 525197	C214	03/01/1976 0:00
Master	NAHX 525144	C214	01/01/1976 0:00
Master	NAHX 525149	C214	01/01/1976 0:00
Master	NAHX 57107	C214	11/01/1975 0:00
Master	NAHX 57116	C214	11/01/1975 0:00
Master	NAHX 57117	C214	11/01/1975 0:00
Master	NAHX 570044	C214	02/01/1977 0:00
Master	NAHX 58822	C214	05/01/1978 0:00
Master	NAHX 58820	C214	05/01/1978 0:00
Master	NAHX 570154	C214	11/01/1981 0:00
Master	NAHX 525198	C214	03/01/1976 0:00
Master	NAHX 570041	C214	02/01/1977 0:00
Master	NAHX 570043	C214	02/01/1977 0:00
Master	NAHX 58823	C214	05/01/1978 0:00
Master	NAHX 570179	C214	11/01/1981 0:00
Master	NAHX 525199	C214	03/01/1976 0:00
Master	NAHX 57118	C214	11/01/1975 0:00
Master	NAHX 57110	C214	11/01/1975 0:00
Master	NAHX 57111	C214	11/01/1975 0:00
Master	NAHX 570040	C214	02/01/1977 0:00
Master	NAHX 58818	C214	05/01/1978 0:00
Master	NAHX 570132	C214	11/01/1981 0:00
Master	NAHX 570146	C214	11/01/1981 0:00
Master	NAHX 525432	C214	03/01/1967 0:00
Master	NAHX 525310	C214	03/01/1967 0:00
Master	NAHX 525323	C214	03/01/1967 0:00
Master	NAHX 525328	C214	10/01/1969 0:00
Master	NAHX 525277	C214	10/01/1976 0:00
Master	NAHX 525280	C214	10/01/1976 0:00
Master	NAHX 525297	C214	10/01/1976 0:00
Master	NAHX 525282	C214	10/01/1976 0:00
Master	NAHX 525256	C214	05/01/1976 0:00
Master	NAHX 525250	C214	05/01/1976 0:00

Schedule 1B  
to Lease Supplement No. 6  
to Master Lease Agreement

[illegible]

Schedule 2

1. The Capital Lease Agreement, dated as of March 7, 1997 between Railcar Leasing, L.L.C., Lessor, and Aardvark Railcar Associates, Inc., Lessee, assigned Surface Transportation Board ("STB") Recordation Number 20566.
2. The TH Railcar Lease, dated as of March 7, 1997 between Railcar Leasing, L.L.C., Lessor, and Aardvark Railcar Associates, Inc., Lessee, assigned STB Recordation Number 20567.
3. The Master Lease Agreement, dated as of March 7, 1997 between Railcar Leasing, L.L.C., Lessor, and Aardvark Railcar Associates, Inc., Lessee, assigned STB Recordation Number 20565.
4. Assignment of Leases and Rents and Security Agreement, dated as of March 7, 1997 between Railcar Leasing, L.L.C., Debtor, and The First National Bank of Chicago, Indenture Trustee, assigned STB Recordation Number 20568.
5. Lease Security Agreement, dated as of March 7, 1997 between Railcar Leasing, L.L.C., Grantor, and Aardvark Railcar Associates, Inc., Secured Party, assigned STB Recordation Number 20568-A.
6. Back-Up Loan Security Agreement, dated as of March 7, 1997 between Railcar Leasing, L.L.C., Grantor, and General Electric Capital Corporation, Secured Party, assigned STB Recordation Number 20568-B.
7. ACF Loan Security Agreement, dated as of March 7, 1997 between Railcar Leasing, L.L.C., Grantor, and ACF Industries, Incorporated, Secured Party, assigned STB Recordation Number 20568-C.